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December 14, 2004

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO.

25344-C  
FILED

DEC 14 04

12-20 PM

SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2004-J

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BNSF 2004-J), dated as of December 15, 2004, between the U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2004-J Statutory Trust (the "Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2004-J), dated as of December 15, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and U.S. Bank Trust National Association, as Owner Trustee, as Lessor which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank Trust National Association  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services

Indenture Trustee: Wells Fargo Bank Northwest, National Association  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City Utah 84111  
Attention: Corporate Trust Services

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The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 730 Covered Hopper Cars (Bonus) bearing the reporting marks within the series BNSF 478286 through BNSF 479412; 57 Refrigerated Boxcars (Bonus) bearing the reporting marks within the series BNSF 793810 through BNSF 794069; and 345 Gondola Coal Cars (Bonus) bearing the reporting marks within the series BNSF 669343 through BNSF 669698, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 2004-J) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2004-J Statutory Trust and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A****UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars (Bonus)	730	BNSF 478286; BNSF 478294; BNSF 478300; BNSF 478303; BNSF 478305 through 478364 inclusive; BNSF 478366 through 478377 inclusive; BNSF 478379 through 478423 inclusive; BNSF 478425; BNSF 478426; BNSF 478441; BNSF 478449; BNSF 478450; BNSF 478453 through 478680 inclusive; BNSF 478682 through 478767 inclusive; BNSF 478769 through 478773 inclusive; BNSF 478775; BNSF 478936 through 478975 inclusive; BNSF 478977 through 478993 inclusive; BNSF 478995 through 479049 inclusive; BNSF 479054; BNSF 479060 through 479063 inclusive; BNSF 479065 through 479073 inclusive; BNSF 479075; BNSF 479076; BNSF 479078; BNSF 479236 through 479324 inclusive; BNSF 479326 through 479330 inclusive; BNSF 479332; BNSF 479333; BNSF 479335 through 479338 inclusive; BNSF 479340; BNSF 479341; BNSF 479343; BNSF 479346; BNSF 479349; BNSF 479351 through 479353 inclusive; BNSF 479355 through 479357 inclusive; BNSF 479359 through 479361 inclusive; BNSF 479364 through 479378 inclusive; BNSF 479380 through 479402 inclusive; BNSF 479407; BNSF 479408; BNSF 479412

EQUIPMENT	QUANTITY	REPORTING MARKS
Refrigerated Boxcars (Bonus)	57	BNSF 793810, BNSF 793866, BNSF 794009, BNSF 794014, BNSF 794016, BNSF 794018 through BNSF 794069 inclusive
Gondola Coal Cars (Bonus)	345	BNSF 669343, BNSF 669344, BNSF 669355, BNSF 669356, BNSF 669358 through BNSF 669698 inclusive

RECORDATION NO. 25344-C FILED

DEC 14 '04

12-20 PM

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2004-J)

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of December 15, 2004, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-J), dated as of December 1, 2004 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2004-J), dated December 15, 2004, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By [Signature]  
Name: Michael M. Hopkins  
Title: Vice President

Executed on this 13 day of December, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2004.

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2004-J)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of December 15, 2004, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-J), dated as of December 1, 2004 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2004-J), dated December 15, 2004, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION)

By  \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President


Executed on this 14th day of December, 2004.

Connecticut

STATE OF \_\_\_\_\_ )  
                    **Hartford** ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the 13 day of December, 2004, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on December 13, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: KAREN R. FELT  
Notary Public NOTARY PUBLIC  
My Commission Expires 02/28/2009  
My Commission Expires:  
Residing in Middletown

STATE OF \_\_\_\_\_ )  
                    \_\_\_\_\_ ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December \_\_\_\_, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on December \_\_\_\_, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

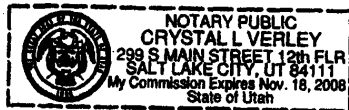
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 14<sup>th</sup> day of December, 2004, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December 14, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Crystal L. Verley  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



**EXHIBIT A****UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars (Bonus)	730	BNSF 478286; BNSF 478294; BNSF 478300; BNSF 478303; BNSF 478305 through 478364 inclusive; BNSF 478366 through 478377 inclusive; BNSF 478379 through 478423 inclusive; BNSF 478425; BNSF 478426; BNSF 478441; BNSF 478449; BNSF 478450; BNSF 478453 through 478680 inclusive; BNSF 478682 through 478767 inclusive; BNSF 478769 through 478773 inclusive; BNSF 478775; BNSF 478936 through 478975 inclusive; BNSF 478977 through 478993 inclusive; BNSF 478995 through 479049 inclusive; BNSF 479054; BNSF 479060 through 479063 inclusive; BNSF 479065 through 479073 inclusive; BNSF 479075; BNSF 479076; BNSF 479078; BNSF 479236 through 479324 inclusive; BNSF 479326 through 479330 inclusive; BNSF 479332; BNSF 479333; BNSF 479335 through 479338 inclusive; BNSF 479340; BNSF 479341; BNSF 479343; BNSF 479346; BNSF 479349; BNSF 479351 through 479353 inclusive; BNSF 479355 through 479357 inclusive; BNSF 479359 through 479361 inclusive; BNSF 479364 through 479378 inclusive; BNSF 479380 through 479402 inclusive; BNSF 479407; BNSF 479408; BNSF 479412

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